



QUARTERLY STATEMENT

AS OF MARCH 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [] No [X]	
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400		Detroit, MI 48207			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers			313-465-1519		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	KJRogers@cvty.com			313-465-1604		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Timothy E Nolan #	Executive Vice President

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer
Shirley R Smith	Secretary		

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Claudia Bjerre #	Michael J. Burgoyne #	Timothy E. Nolan #
Harvey Turner #	Ernestine Romero		

State ofMichigan.....

County ofWayne.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata J. Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller & Treasurer
Subscribed and sworn to before me this _____ day of _____,		a. Is this an original filing? Yes [X] No []
_____		b. If no:
Rochelle D. Jenkins, Notary Rublic December 25, 2012		1. State the amendment number _____
		2. Date filed _____
		3. Number of pages attached _____

STATEMENT AS OF MARCH 31, 2012 OF THE OmniCare Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	24,165,228		24,165,228	23,230,626
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$25,336,354), cash equivalents (\$646,617) and short-term investments (\$0)	25,982,971		25,982,971	24,804,504
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	50,148,199	0	50,148,199	48,035,130
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	311,096		311,096	257,182
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	552,893	0	552,893	539,086
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)	42,214	42,214	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$87,572) and other amounts receivable	129,884		129,884	55,874
25. Aggregate write-ins for other than invested assets	106,650	104,960	1,690	99,590
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	51,290,936	147,174	51,143,762	48,986,862
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	51,290,936	147,174	51,143,762	48,986,862
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Tax Refund Receivable			0	97,900
2502. Prepaid Expenses	95,115	95,115	0	0
2503. Vehicles	9,845	9,845	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	1,690	0	1,690	1,690
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	106,650	104,960	1,690	99,590

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	21,102,635		21,102,635	18,800,007
2. Accrued medical incentive pool and bonus amounts	1,537,084		1,537,084	1,776,194
3. Unpaid claims adjustment expenses	259,410		259,410	252,776
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	150,092		150,092	350,954
9. General expenses due or accrued	740,809		740,809	1,219,085
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	152,431		152,431	514,571
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	17,029		17,029	16,094
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	168,775		168,775	171,931
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	24,128,265	0	24,128,265	23,101,612
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	10,414,497	9,284,250
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	27,015,497	25,885,250
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	51,143,762	48,986,862
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	138,272	151,466	581,933
2. Net premium income (including \$ non-health premium income).....	XXX	45,430,206	47,436,129	185,112,980
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	29,007	36,046	132,967
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	45,459,213	47,472,175	185,245,947
Hospital and Medical:				
9. Hospital/medical benefits		27,913,855	28,112,489	112,348,528
10. Other professional services		1,566,799	1,386,969	5,785,773
11. Outside referrals			0	0
12. Emergency room and out-of-area		2,802,824	3,300,374	11,133,092
13. Prescription drugs		5,286,343	4,855,175	21,072,949
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		111,761	610,179	1,838,347
16. Subtotal (Lines 9 to 15)	0	37,681,582	38,265,186	152,178,689
Less:				
17. Net reinsurance recoveries		(9,100)	45,033	(85,944)
18. Total hospital and medical (Lines 16 minus 17)	0	37,690,682	38,220,153	152,264,633
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		514,703	576,437	2,152,357
21. General administrative expenses.....		5,791,779	6,630,116	24,748,902
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	43,997,164	45,426,706	179,165,892
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,462,049	2,045,469	6,080,055
25. Net investment income earned		209,940	180,406	733,857
26. Net realized capital gains (losses) less capital gains tax of \$		41,221	0	92,985
27. Net investment gains (losses) (Lines 25 plus 26)	0	251,161	180,406	826,842
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,713,210	2,225,875	6,906,897
31. Federal and foreign income taxes incurred	XXX	556,273	741,958	2,356,895
32. Net income (loss) (Lines 30 minus 31)	XXX	1,156,937	1,483,917	4,550,002
DETAILS OF WRITE-INS				
0601. Other Revenue.....	XXX	29,007	36,046	132,967
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	29,007	36,046	132,967
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	25,885,250	24,588,879	24,588,879
34. Net income or (loss) from Line 32	1,156,937	1,483,917	4,550,002
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	(94,955)
39. Change in nonadmitted assets	(39,777)	156,031	341,324
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	13,087	0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	(3,500,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	1,130,247	1,639,948	1,296,371
49. Capital and surplus end of reporting period (Line 33 plus 48)	27,015,497	26,228,827	25,885,250
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	45,229,344	47,436,129	185,313,842
2. Net investment income	206,997	185,784	856,945
3. Miscellaneous income	(45,003)	379,148	1,906,401
4. Total (Lines 1 to 3)	45,391,338	48,001,061	188,077,188
5. Benefit and loss related payments	35,627,164	35,533,169	150,135,002
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	6,778,124	7,463,486	26,689,822
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	918,409	696,900	1,887,639
10. Total (Lines 5 through 9)	43,323,697	43,693,555	178,712,463
11. Net cash from operations (Line 4 minus Line 10)	2,067,641	4,307,506	9,364,725
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,894,208	136,776	6,712,730
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,894,208	136,776	6,712,730
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,816,364	1,021,563	8,329,864
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	22,196	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,838,560	1,021,563	8,329,864
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(944,352)	(884,787)	(1,617,134)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	3,500,000
16.6 Other cash provided (applied).....	55,184	548,089	529,561
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	55,184	548,089	(2,970,439)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	1,178,473	3,970,808	4,777,152
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	24,804,498	20,027,346	20,027,346
19.2 End of period (Line 18 plus Line 19.1)	25,982,971	23,998,154	24,804,498

STATEMENT AS OF MARCH 31, 2012 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	46,350	492	.0	.0	.0	.0	.0	.0	45,858	.0
2 First Quarter	46,012	515	.0	.0	.0	.0	.0	.0	45,497	.0
3 Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	138,272	1,539							136,733	
Total Member Ambulatory Encounters for Period:										
7. Physician	114,640	665							113,975	
8. Non-Physician	18,057	43							18,014	
9. Total	132,697	708	0	0	0	0	0	0	131,989	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a).....	45,581,862	121,012	.0						45,460,850	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	45,581,862	121,012							45,460,850	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	35,618,065	89,814							35,528,251	
18. Amount Incurred for Provision of Health Care Services	37,681,582	92,387							37,589,195	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	41,786	48,126	3,219	10,809	45,005	11,455
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	13,158,747	22,027,635	3,740,647	17,347,960	16,899,394	18,788,552
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	13,200,533	22,075,761	3,743,866	17,358,769	16,944,399	18,800,007
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	275,380	75,491	982,655	554,429	1,258,035	1,776,194
13. Totals (Lines 9-10+11+12)	13,475,913	22,151,252	4,726,521	17,913,198	18,202,434	20,576,201

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Basis of Presentation

The accompanying financial statements of the Plan have been prepared in conformity with the NAIC Accounting Practices and Procedures manual except to the extent that Michigan law differs. Certain assets designated as non-admitted(e.g. receivables greater than 90 days old, prepaid assets, intangible assets, certain amounts of property and equipment, notes receivable and deferred taxes) are excluded from the balance sheet by a direct change to surplus.

	2012	2011
Net income Michigan State Basis	\$1,156,937	\$4,550,002
State Prescribed Practice		
Disallowance of Provider Advances	0	0
Net Income, NAIC SAP Basis	1,156,937	4,550,002
Statutory Surplus Michigan Basis	26,462,606	25.885,250
State Prescribed Practices		
Disallowance of Provider Advances		
Statutory Surplus, NAIC SAP	26,462,606	25.885,250

Using the Michigan prescribed practice did not impact or trigger a risk based capital regulatory event.

B. Use of Estimates

The presentation of the Financial Statements in conformity with the NAIC Annual Statement Instructions and Accounting Practices and Procedures Manual requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. No significant changes from prior year end.

2. Accounting Changes and Corrections of Errors

No significant changes from prior year end

3. Business Combinations and Goodwill

No significant changes from prior year end

4. Discontinued Operations

No significant changes from prior year end

5. Investments

A - C. No significant changes from prior year end.

D.

1. The Company uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities with inputs from major third party data providers. It combines the effects of interest rates, volatility , and pre-payment speeds based on various scenario (Monte Carlo) simulations with credit loss analysis and resulting effective analytics (spread, duration, convexity) and cash-flows on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.

2. None

3. None

4. The fair market value, amortized cost and unrealized losses for structured securities (fair value is less than amortized cost for which an other-than-temporary impairment has not been recognized in earnings as a realized loss) owned as of September 30, 2011 are as follows:

	Less than 12 months	12 months or more
Mortgage Backed Securities		
Fair Market Value	\$ 0	\$ 0
Amortized Cost	\$ 0	\$ 0
Unrealized Losses	\$ 0	\$ 0

There are no structured securities that have been in a continuous unrealized loss position for 12 months or longer.

E - G. No significant changes from prior year end.

6. Joint Ventures, Partnerships, or Limited Liability Companies

No significant changes from prior year end

7. Investment Income

No significant changes from prior year end

8. Derivative Instruments

No significant changes from prior year end

9. Income Taxes

As a result of adopting SSAP 101, effective 1/1/2012, the Company has recorded an increase in Capital and Surplus of \$13,086.

10. Information Concerning Parent, Subsidiaries, and Affiliates

A - C No significant changes from prior year end

NOTES TO FINANCIAL STATEMENTS

D. \$168,775 and \$171,931 is due to Coventry Health Services, Inc., the parent company at March 31, 2012 and December 31, 2011, respectively.

11. Debt

No significant changes from prior year end

12. Retirement Plans, Deferred Compensation, Post Retirement Benefits and Compensated Absences and Other Post Retirement Benefits Plan

No significant changes from prior year end

13. Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

A. The Plan authorized 1,000 shares of capital stock with a par value of \$0.01. All shares are issued and outstanding at March 31, 2012 and December 31, 2011.

B. The Plan does not have any preferred stock authorized or outstanding.

C. No Significant changes from prior year.

D. The commissioner of the State of Michigan Office of Financial and Insurance Regulation may limit or disallow the payment of ordinary or extraordinary dividends. Dividends shall be declared or paid only from earned surplus, unless the commissioner approves the dividend prior to payment. Additionally, extraordinary dividends, or any other extraordinary distribution, shall not be paid until 30 days after the commissioner has received notice of the declaration and has not disapproved or has approved the payment. An extraordinary dividend or distribution is defined as any dividend or distribution of cash or other property whose fair market value together with that of other dividends or distributions made within the preceding 12 months exceeds the greater of 10% of the insurer's surplus as of December 31 of the immediately preceding year, or net income, not including realized capital gains, for the 12-month period ending December 31 of the immediately preceding year.

E. There here are no restrictions placed on the portion of Company Profits that may be paid as ordinary dividends to the stockholder.

F. \$1,000,000 of investments held are restricted pursuant to State of Michigan requirements.

G. The company does not have any advances to surplus not repaid.

H. There are no amounts of the company’s common stock being held for special purposes.

I. The company has no special surplus funds.

J. The Plans unassigned funds were reduced by cumulative unrealized losses of \$365,931 and \$381,204 at March 31, 2012 and December 31, 2011, respectively

K. The Company has no surplus debentures or similar obligations outstanding.

L. The company has no current or prior quasi-reorganizations.

M. The Plan does not have any quasi-reorganizations

14. Contingencies

No significant changes from prior year end.

15. Leases

No significant changes from prior year end.

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk

No significant changes from prior year end.

17. Sales, transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A - B. No significant changes from prior year end.

C Not Applicable

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion Of Partially Insured Plans

No significant changes from prior year end

19. Direct Premiums Written/Produced by Managing General Agents/Third Party Administrators

No significant changes from prior year end

20. Fair Value Measurements

No significant changes from prior year end.

21. Other Items

No significant changes from prior year end

22. Events Subsequent

No significant changes from prior year end

23. Reinsurance

No significant changes from prior year end

24. Retrospectively Rated Contracts & Contracts subject to Redetermination

No significant changes from prior year end

25. Change in Incurred Claims and Claim Adjustment Expenses

NOTES TO FINANCIAL STATEMENTS

Reserves as of December 31, 2011 were \$20,828,977. As of March 31, 2012, \$13,945,568 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior year are now \$4,726,521 as a result of re-estimation of unpaid losses and loss adjustment expenses. Therefore, there has been \$2,156,888 favorable prior year development since December 31, 2011. This decrease is the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26.

Intercompany Pooling Arrangements

No significant changes from prior year end
27.

Structured Settlement

No significant changes from prior year end
28.

Health Care Receivable

No significant changes from prior year end
29.

Participating Policies

No significant changes from prior year end
30.

Premium Deficiency Reserves

No significant changes from prior year end
31.

Anticipated Salvage and Subrogation

No significant changes from prior year end

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/30/2010
- 6.4

By what department or departments?

Office of Financial and Insurance Regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []

9.11

If the response to 9.1 is No, please explain:
.....

9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2

If yes, give full and complete information relating thereto:
.....

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

13.

Amount of real estate and mortgages held in short-term investments:\$0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Citibank, N.A.....	3800 Citigroup Center, Building B02/08, Tampa, FL 33610-9122.....
.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....
.....

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107423.....	Conning, Inc.....	One Financial Place, Hartford, CT 06103...
25995.....	cITIGROUP, n.a.....	3800 Citigroup Center, Building B02/08, Tampa, FL 33610-9122.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	83.0 %
1.2 A&H cost containment percent	0.0 %
1.3 A&H expense percent excluding cost containment expenses.....	13.8 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF MARCH 31, 2012 OF THE OmniCare Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

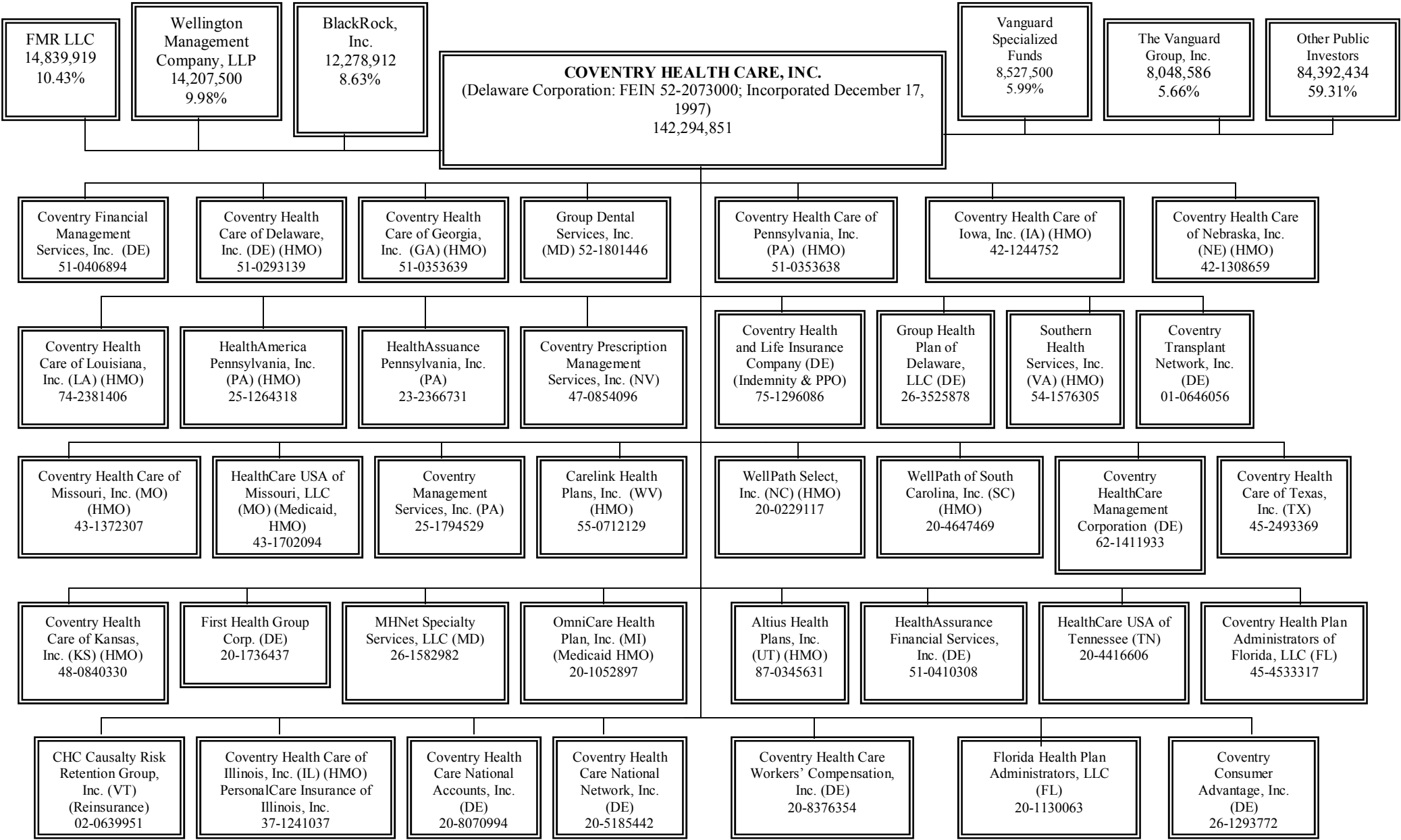
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

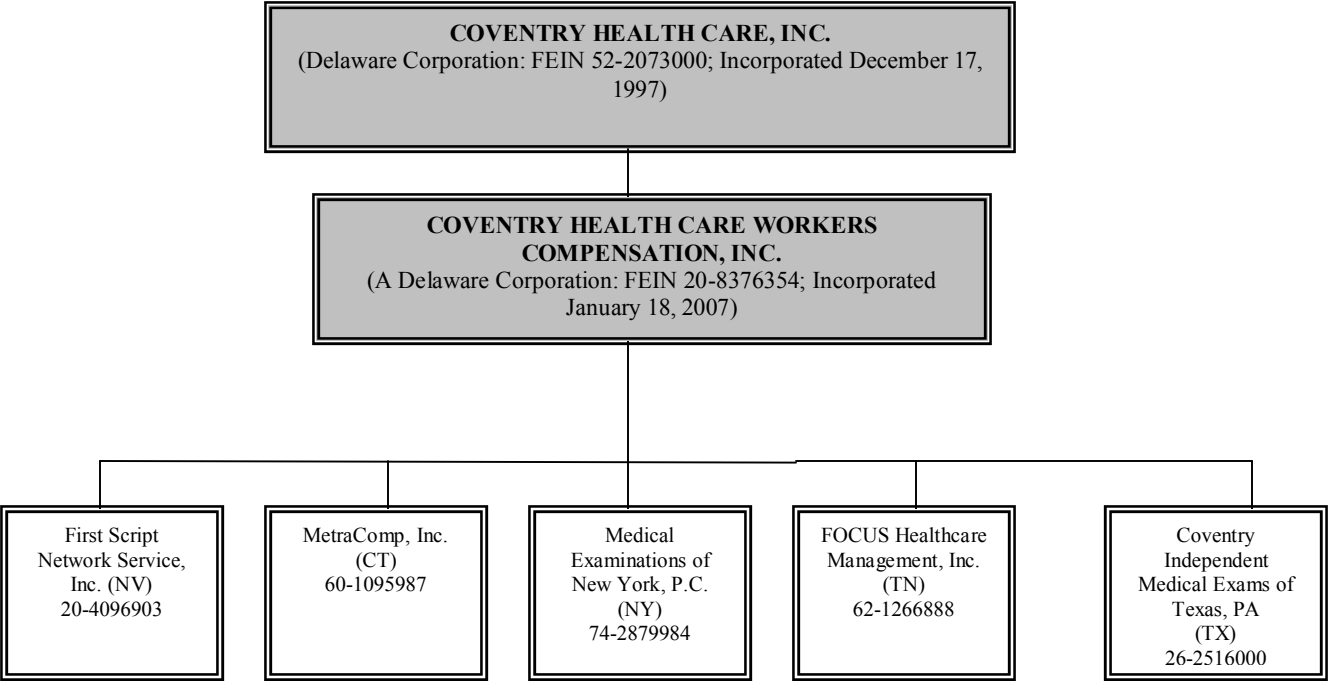
Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N						0	
2. Alaska	AK	N						0	
3. Arizona	AZ	N						0	
4. Arkansas	AR	N						0	
5. California	CA	N						0	
6. Colorado	CO	N						0	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. Dist. Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	N						0	
14. Illinois	IL	N						0	
15. Indiana	IN	N						0	
16. Iowa	IA	N						0	
17. Kansas	KS	N						0	
18. Kentucky	KY	N						0	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	L	121,012	45,460,850				45,581,862	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	N						0	
27. Montana	MT	N						0	
28. Nebraska	NE	N						0	
29. Nevada	NV	N						0	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	N						0	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	N						0	
42. South Dakota	SD	N						0	
43. Tennessee	TN	N						0	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	N						0	
48. Washington	WA	N						0	
49. West Virginia	WV	N						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	121,012	0	45,460,850	0	0	0	45,581,862	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	121,012	0	45,460,850	0	0	0	45,581,862	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

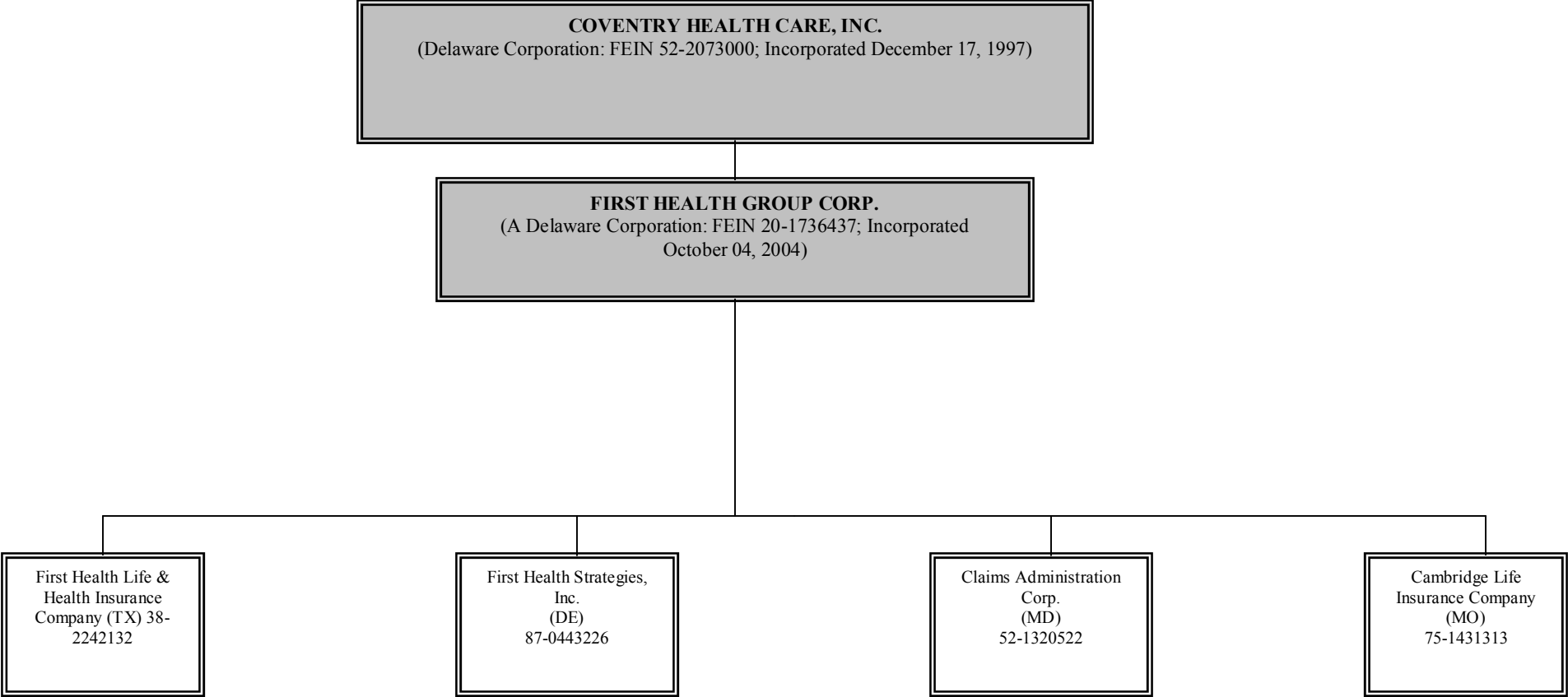
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



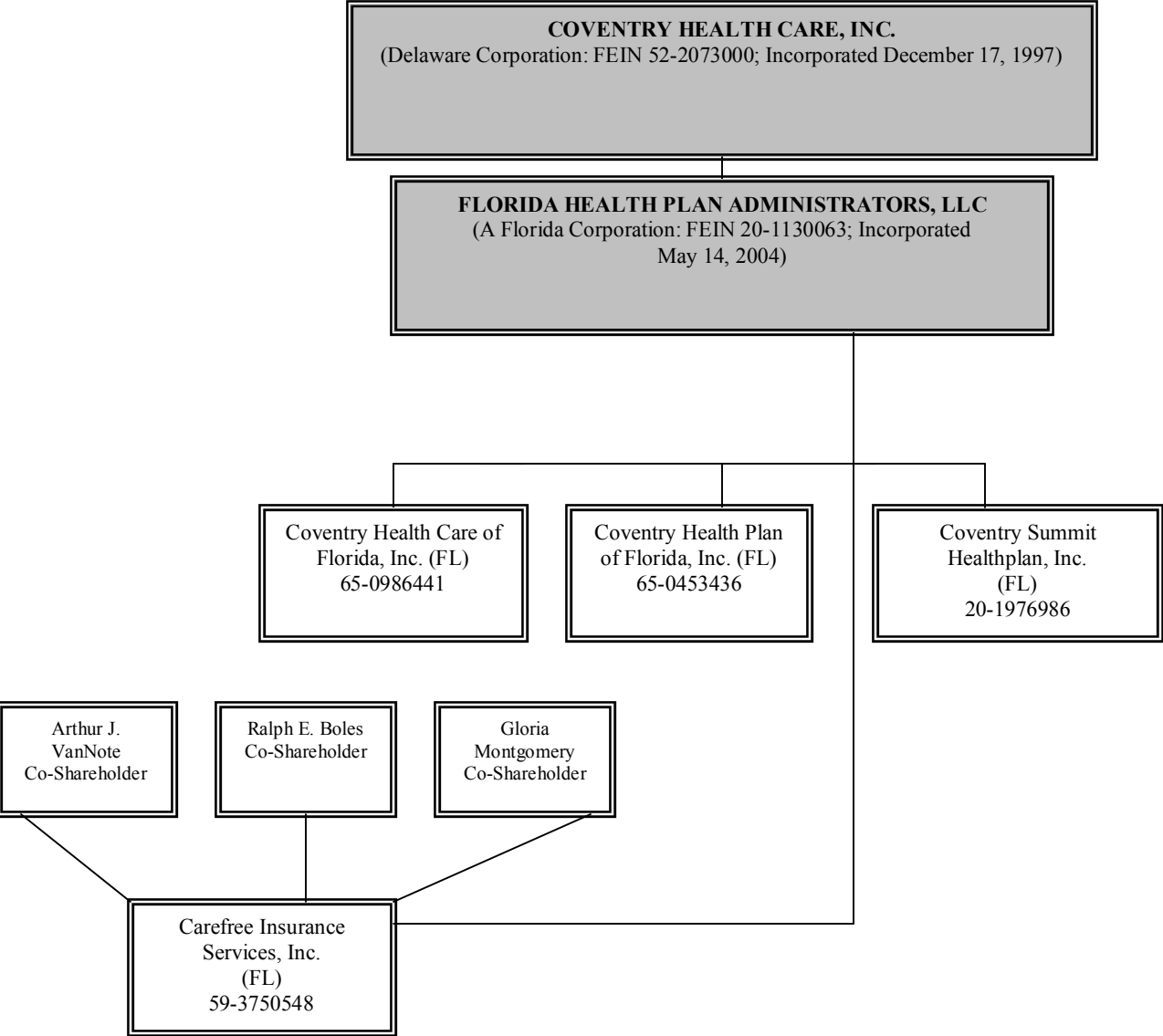
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



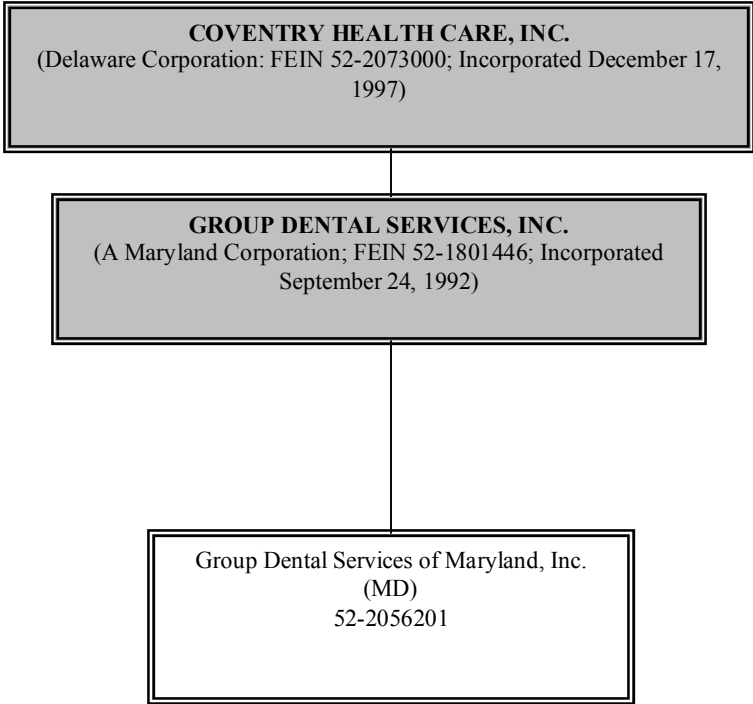
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



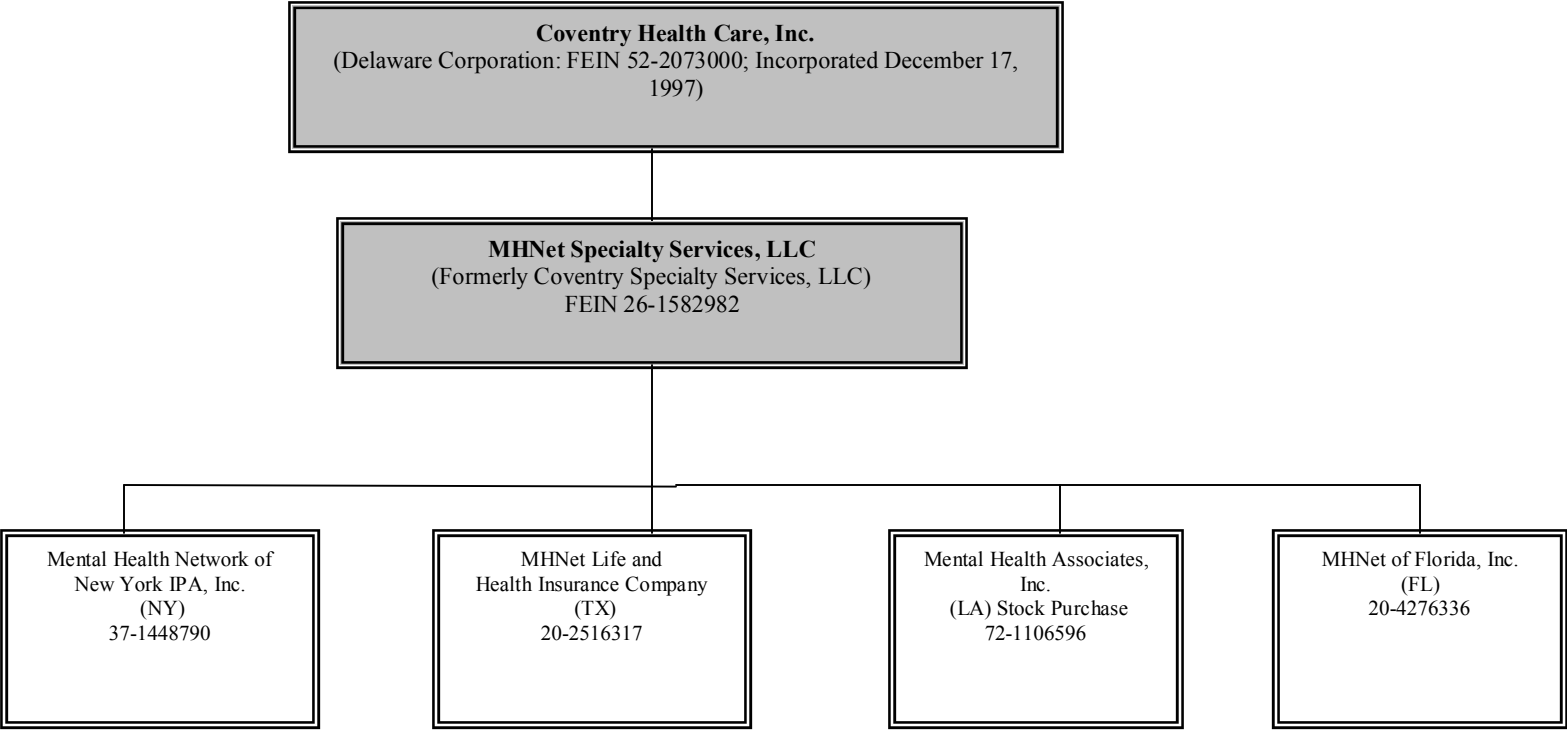
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



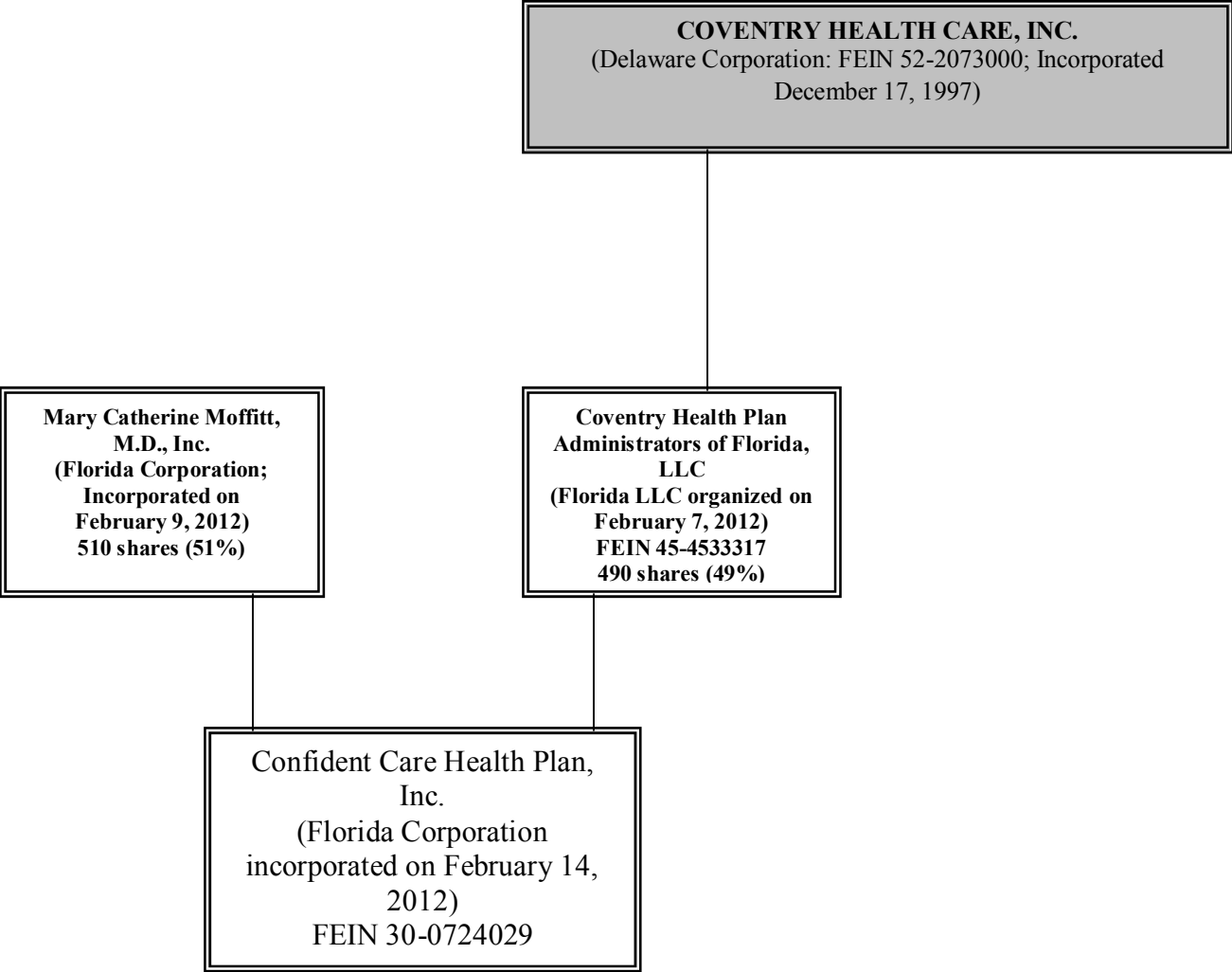
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2012)



SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137..... 00000.....	OmniCare Health Plan, Inc.....	12193.....	20-1052897.....				Coventry Health Care Inc.....	DE.....	UDP.....					
							Coventry Financial Mgmt Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Delaware, Inc.....	DE.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Georgia, Inc.....	GA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Group Dental Services, Inc.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Pennsylvania, In.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Iowa, Inc.....	IA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Nebraska, Inc.....	NE.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Louisiana, Inc.....	LA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							HealthAmerica Pennsylvania Inc.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							HealthAssurance Pennsylvania, Inc.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Prescription Mgmt Srvc, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health and Life Insurance Co.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Group Health Plan of Delaware, LLC.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Southern Health Services, Inc.....	VA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Transplant Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Missouri, Inc.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							HealthCare USA of Missouri, LLC.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Management Services, Inc.....	PA.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Carelink Health Plans, Inc.....	WV.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							WellPath Select, Inc.....	NC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Wellpath of South Carolina, Inc.....	SC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care Mgmt Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Texas, Inc.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Coventry Health Care of Kansas, Inc.....	KS.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							First Health Group Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							MHNet Specialty Services, LLC.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							Altius Health Plans, Inc.....	UT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		
							HealthAssurance Financial Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
							HealthCare USA of Tennessee, LLC	TN	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Plan Administrators of Florida	FL	NIA	Coventry Health Care Inc.	Ownership	100.0		
							CHC Causalty Risk Retention Group, Inc.	VT	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Illinois, Inc.	IL	IA	Coventry Health Care Inc.	Ownership	100.0		
							CHC National Accounts, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							CHC National Network, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							CHC Workers' Compensation, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Florida Health Plan Administrators, LLC	FL	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Consumer Advantage, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							First Script Network Services, Inc.	NV	NIA	Coventry Health Care Inc.	Ownership	100.0		
							MetraComp, Inc.	CT	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Medical Examinations of NY, P.C.	NY	NIA	Coventry Health Care Inc.	Ownership	100.0		
							FOCUS Healthcare Management, Inc.	TN	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Ind. Medical Exam of TX, PA	TX	NIA	Coventry Health Care Inc.	Ownership	100.0		
							First Health Life & Health Ins Co.	TX	IA	Coventry Health Care Inc.	Ownership	100.0		
							First Health Strategies, Inc.	DE	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Claims Administration Corp.	MD	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Cambridge Life Insurance Co.	MO	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Care of Florida, Inc.	FL	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Health Plan of Florida, Inc.	FL	IA	Coventry Health Care Inc.	Ownership	100.0		
							Coventry Summit Health Plan, Inc.	FL	IA	Coventry Health Care Inc.	Ownership	100.0		
							Carefree Insurance Services, Inc.	FL	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Group Dental Services of Maryland, Inc.	MD	IA	Coventry Health Care Inc.	Ownership	100.0		
							Mental Health Network of New York IPA, Inc.	NY	NIA	Coventry Health Care Inc.	Ownership	100.0		
							MHNet Life and Health Insurance Company	TX	IA	Coventry Health Care Inc.	Ownership	100.0		
							Mental Health Associates, Inc.	LA	NIA	Coventry Health Care Inc.	Ownership	100.0		
							MHNet of Florida, Inc.	FL	NIA	Coventry Health Care Inc.	Ownership	100.0		
							Confident Care Health Plan, Inc.	FL	NIA	Coventry Health Plan Administrators of Florida, LLC	Ownership	49.0		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. No business written.

Bar Code:

1.



12193201236500001

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other.....	1,690	0	1,690	1,690
2597. Summary of remaining write-ins for Line 25 from Page 02	1,690	0	1,690	1,690

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	23,230,630	21,708,653
2. Cost of bonds and stocks acquired	2,816,363	8,329,863
3. Accrual of discount	1,404	5,459
4. Unrealized valuation increase (decrease) .....		.0
5. Total gain (loss) on disposals	63,417	68,878
6. Deduct consideration for bonds and stocks disposed of	1,894,206	6,712,723
7. Deduct amortization of premium	52,381	169,500
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	24,165,227	23,230,630
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	24,165,227	23,230,630

STATEMENT AS OF MARCH 31, 2012 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	23,799,059	4,058,228	4,077,058	(47,722)	23,732,507	0	0	23,799,059
2. Class 2 (a).....	787,857	294,735		(3,254)	1,079,338	0	0	787,857
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	24,586,916	4,352,963	4,077,058	(50,976)	24,811,845	0	0	24,586,916
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	24,586,916	4,352,963	4,077,058	(50,976)	24,811,845	0	0	24,586,916

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999		XXX			

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	21,566,409
2. Cost of short-term investments acquired		133,467,194
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals		155,033,603
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule DB - Part A - Verification
NONE

Schedule DB - Part B - Verification
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part C - Section 2
NONE

Schedule DB - Verification
NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	1,356,286	2,111,316
2. Cost of cash equivalents acquired	1,536,600	19,539,163
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	2,246,269	20,294,193
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	646,617	1,356,286
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	646,617	1,356,286

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

E04

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E05

E05

E05

E05

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part D
NONE

Schedule DL - Part 1
NONE

Schedule DL - Part 2
NONE

STATEMENT AS OF MARCH 31, 2012 OF THE OmniCare Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

E12